

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
W.R. GRACE & CO., <i>et. al.</i>	:	Case No. 01-1139 (JKF)
	:	(Jointly Administered)
Debtors	:	
	:	Re: Docket No. 28504

**NOTICE OF WITHDRAW WITHOUT PREJUDICE OF MONTHLY FEE
APPLICATION OF PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR GLOBAL RESTRUCTURING PROJECT
FOR THE PERIOD OCTOBER 1, 2011 THROUGH DECEMBER 31, 2011**

PLEASE TAKE NOTICE THAT on February 13, 2012, PricewaterhouseCoopers LLP (“PwC”) filed its *Monthly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants for the Debtors, For Allowance of Compensation and Reimbursement of Expenses for Global Restructuring Project for the Period October 1, 2011 through December 31, 2011* [Docket No. 28504] (the “Application”).

PLEASE TAKE FURTHER NOTICE THAT the PricewaterhouseCoopers LLP hereby withdraws the Application to correct a technical error regarding the formatting of the documents. The Application will be re-filed.

Dated: February 13, 2012

SMITH, KATZENSTEIN & JENKINS, LLP

/s/ Kathleen M. Miller

Kathleen Miller (I.D. No.2898)

The Corporate Plaza

800 Delaware Avenue, 10th Floor

P.O. Box 410

Wilmington, DE 19899 (Courier 19801)

Telephone: 302-652-8400

Telecopy: 302-652-8405

Email: Kmillier@skfdelaware.com

Attorneys for PricewaterhouseCoopers LLP